

Registre de Commerce et des Sociétés

Numéro RCS : B11723

Référence de dépôt : L160154739

Déposé et enregistré le 10/08/2016

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RCSL Nr. : B11723

Matricule : 1974 2200 917

eCDF entry date : 11/07/2016

BALANCE SHEET

Financial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ EUR)

ENOVOS INTERNATIONAL S.A.

2, Domaine du Schlassgoard
L-4327 Esch-sur-Alzette

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 1.186.476.720,00	110 1.171.851.307,00
I. Intangible fixed assets	1111 _____	111 3.952.024,00	112 2.930.380,00
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 3.071.810,00	116 1.482.155,00
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 3.071.810,00	118 1.482.155,00
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 880.214,00	124 1.448.225,00
II. Tangible fixed assets	1125 _____	125 2.313.667,00	126 2.625.818,00
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

The notes in the annex form an integral part of the annual accounts

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	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 <u>2.132.385,00</u>	132 <u>2.135.006,00</u>
4. Payments on account and tangible fixed assets under development	1133 _____	133 <u>181.282,00</u>	134 <u>490.812,00</u>
III. Financial fixed assets	1135 _____	135 <u>1.180.211.029,00</u>	136 <u>1.166.295.109,00</u>
1. Shares in affiliated undertakings	1137 _____	137 <u>773.200.363,00</u>	138 <u>773.200.363,00</u>
2. Amounts owed by affiliated undertakings	1139 _____	139 <u>377.039.903,00</u>	140 <u>360.888.174,00</u>
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____	141 <u>29.970.763,00</u>	142 <u>29.970.763,00</u>
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 <u>0,00</u>	144 <u>2.235.809,00</u>
5. Securities and other financial instruments held as fixed assets	1145 _____	145 _____	146 _____
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 <u>114.880.261,00</u>	152 <u>171.744.489,00</u>
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 <u>112.040.135,00</u>	164 <u>103.864.623,00</u>
1. Trade receivables	1165 _____	165 <u>796,00</u>	166 _____
a) becoming due and payable within one year	1167 _____	167 <u>796,00</u>	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 <u>100.428.395,00</u>	172 <u>82.487.229,00</u>
a) becoming due and payable within one year	1173 _____	173 <u>100.428.395,00</u>	174 <u>82.487.229,00</u>
b) becoming due and payable after more than one year	1175 _____	175 _____	176 _____
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 <u>0,00</u>	178 <u>4.047,00</u>
a) becoming due and payable within one year	1179 _____	179 <u>0,00</u>	180 <u>4.047,00</u>
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____

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	Reference(s)	Current year	Previous year
4. Other receivables	1183 _____	183 <u>11.610.944,00</u>	184 <u>21.373.347,00</u>
a) becoming due and payable within one year	1185 _____	185 <u>11.596.944,00</u>	186 <u>21.359.347,00</u>
b) becoming due and payable after more than one year	1187 _____	187 <u>14.000,00</u>	188 <u>14.000,00</u>
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191 _____	191 _____	192 _____
2. Own shares or own corporate units	1193 _____	193 _____	194 _____
3. Other transferable securities and other financial instruments	1195 _____	195 _____	196 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>2.840.126,00</u>	198 <u>67.879.866,00</u>
E. Prepayments	1199 _____	199 <u>12.920.644,00</u>	200 <u>16.871.883,00</u>
TOTAL (ASSETS)		201 <u>1.314.277.625,00</u>	202 <u>1.360.467.679,00</u>

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>743.687.489,00</u>	302 <u>741.564.123,00</u>
I. Subscribed capital	1303 _____	303 <u>90.962.900,00</u>	304 <u>90.962.900,00</u>
II. Share premium and similar premiums	1305 _____	305 <u>387.028.449,00</u>	306 <u>387.028.449,00</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>181.634.454,00</u>	310 <u>188.634.454,00</u>
1. Legal reserve	1311 _____	311 <u>9.096.290,00</u>	312 <u>9.096.290,00</u>
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____	317 <u>172.538.164,00</u>	318 <u>179.538.164,00</u>
V. Profit or loss brought forward	1319 _____	319 <u>57.493.537,00</u>	320 <u>2.494.831,00</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>26.128.475,00</u>	322 <u>72.003.815,00</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 <u>439.674,00</u>	328 <u>439.674,00</u>
B. Subordinated debts	1329 _____	329 _____	330 _____
1. Convertible loans	1413 _____	413 _____	414 _____
a) becoming due and payable within one year	1415 _____	415 _____	416 _____
b) becoming due and payable after more than one year	1417 _____	417 _____	418 _____
2. Non convertible loans	1419 _____	419 _____	420 _____
a) becoming due and payable within one year	1421 _____	421 _____	422 _____
b) becoming due and payable after more than one year	1423 _____	423 _____	424 _____
C. Provisions	1331 _____	331 <u>8.948.610,00</u>	332 <u>10.051.605,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 <u>8.023.715,00</u>	334 <u>9.197.454,00</u>
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 <u>924.895,00</u>	338 <u>854.151,00</u>
D. Non subordinated debts	1339 _____	339 <u>561.641.526,00</u>	340 <u>608.851.951,00</u>
1. Debenture loans	1341 _____	341 <u>387.516.555,00</u>	342 <u>387.322.314,00</u>
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

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	Reference(s)		Current year		Previous year
b) Non convertible loans	1349	349	387.516.555,00	350	387.322.314,00
i) becoming due and payable within one year	1351	351	5.516.555,00	352	5.322.314,00
ii) becoming due and payable after more than one year	1353	353	382.000.000,00	354	382.000.000,00
2. Amounts owed to credit institutions	1355	355	2.396.531,00	356	20.001.200,00
a) becoming due and payable within one year	1357	357	2.396.531,00	358	20.001.200,00
b) becoming due and payable after more than one year	1359	359		360	
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361	361		362	
a) becoming due and payable within one year	1363	363		364	
b) becoming due and payable after more than one year	1365	365		366	
4. Trade creditors	1367	367	6.799.865,00	368	4.163.540,00
a) becoming due and payable within one year	1369	369	6.799.865,00	370	4.163.540,00
b) becoming due and payable after more than one year	1371	371		372	
5. Bills of exchange payable	1373	373		374	
a) becoming due and payable within one year	1375	375		376	
b) becoming due and payable after more than one year	1377	377		378	
6. Amounts owed to affiliated undertakings	1379	379	158.143.372,00	380	192.226.450,00
a) becoming due and payable within one year	1381	381	158.143.372,00	382	186.226.450,00
b) becoming due and payable after more than one year	1383	383	0,00	384	6.000.000,00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	385	356.330,00	386	143.712,00
a) becoming due and payable within one year	1387	387	356.330,00	388	143.712,00
b) becoming due and payable after more than one year	1389	389		390	
8. Tax and social security debts	1391	391	4.631.383,00	392	3.562.037,00
a) Tax debts	1393	393	4.146.483,00	394	3.033.916,00
b) Social security debts	1395	395	484.900,00	396	528.121,00

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>1.797.490,00</u>	398 <u>1.432.698,00</u>
a) becoming due and payable within one year	1399 _____	399 <u>1.797.490,00</u>	400 <u>1.432.698,00</u>
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>1.314.277.625,00</u>	406 <u>1.360.467.679,00</u>

Registre de Commerce et des Sociétés

Numéro RCS : B11723

Référence de dépôt : L160154739

Déposé le 10/08/2016

Annual Accounts as at 31st December 2015
Enovos International S.A.
Société Anonyme

2, Domaine du Schlassgoard
L-4327 Esch-sur-Alzette
R.C.S. Luxembourg : B11723

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Management report

The main activity of Enovos International S.A. the "Company" (formerly Soteg S.A), as the parent company of the Enovos Group, is the holding of financial interests in affiliated companies and to provide them with financing and corporate services. The balance sheet and profit and loss account are therefore largely influenced by the financing needs of the group subsidiaries, the dividend income from its subsidiaries, as well as the income from corporate services and the costs associated to provide these services, costs which are re-allocated to group companies based on specific keys or individual projects.

As the Company is centralizing the financing for the main group companies, management follows external net financial debt as one of the key performance indicators. Adequate treasury tools are implemented and management ensures a strict cash flow follow-up, including daily reporting of consolidated cash in the cash pool which regroups about 20 group companies, as well as a monthly cash forecast, in order to support the development of the group and to insure sufficient liquidity.

2015 Highlights

Unlike in the previous years, no new issuance of long term financings occurred during the financial year under review, as the Company used the proceeds from long term financings issued end of 2014 as well as from its revolving credit facility ("RCF") to cover the liquidity needs of the group's core companies. It should also be noted that all banks part of the RCF syndicate agreed to extend the maturity by another year, until 2018. Moreover, following the maturity of a medium term credit line with one bank, the latter agreed to join the RCF syndicate, thus increasing the total committed amount from EUR 180 million to EUR 200 million. The amount drawn on the committed RCF as of 31st December 2015 is EUR 0 (2014: EUR 0).

Considering the retail bond of EUR 200 million issued in June 2012, the German Certificates of Indebtedness ("Schuldschein") of EUR 102 million issued in July 2013 and of EUR 80 million issued in November 2014, the Company's debt maturity profile has an average tenor of 5.6 years, while the exposure to floating interest rates is less than 10%.

Within the long term proceeds of 382 MEUR, a total amount of EUR 290 million is allocated through back to back loans with mirror conditions to the subsidiaries in order for the latter mainly to finance their grid investments projects and the financing of renewable energy generation projects.

The Company further provided in 2015 a long term loan of EUR 18,062,500 to Creos Deutschland Holding GmbH for the financing of a 50% stake in the grid company Projecta 14 taken over from Enovos Deutschland SE, and further loan agreements, totalling EUR 6,452,802, were underwritten mainly with PNE Biogas Ohretal Satuelle GmbH and La Benête Energies S.à r.l..

The amounts owed to credit institutions have been decreased from EUR 20,001,200 in 2014 to EUR 2,396,531 in 2015, largely as a consequence of the aforementioned redemption of a EUR 20 million credit facility.

The financing transactions described above and a dividend distribution in 2015 of EUR 24,005,109 lead to a decrease in cash and cash equivalents from EUR 67,879,866 in 2014 to EUR 2,840,588 in 2015. Net financial debt increased accordingly to a level of EUR 387,072,960 (2014: EUR 339,443,648).

As of 31st December 2015, the net cash amount managed on behalf of the subsidiaries with which the Company entered into a cash pooling agreement is EUR 85,658,839 (2014: EUR 151,019,643).

In order to further improve its service in regards to central cash management and to reinforce the ultimate control over Enovos Group's cash flow, the Company completed, in 2015, in the context of the implemented new treasury management tool, the "payment on behalf" principle, upon which supplier payments are exclusively executed by the Group Treasury of Enovos International S.A. on behalf of all affiliates integrated into Enovos' cash pool system by using current bank accounts of Enovos International.

Throughout the year, the Company continued to implement the detailed action plan defined in its efficiency improvement programme "fit for future" covering also its core subsidiaries, positively impacting the financial results of the Company and its main subsidiaries for 2015.

The Company furthermore pursued its investments into upgrading its IT infrastructure, combined with an increase in IT personnel, while in parallel restructuring the IT department aiming at a more decentralized set up closer to the business. This project is planned to continue throughout most of 2016.

Financial results

In 2015 the net turnover amounted to EUR 44,526,805 (2014: EUR 36,717,119) and relates mainly to the service level agreements with affiliated companies. The shared services are related to central services for Facility Management, Human Resources, IT, Internal Communication, Finance and Tax, Corporate Development, Risk Management, Insurance, Legal, Internal audit, Management and Controlling, rendered by Enovos International S.A. to the main subsidiaries and re-invoiced through a transparent and systematic allocation key or through specific projects for which the Company has rendered these services. The increase in 2015 of the net turnover, and consequently also of the related costs, is largely due to the increase in IT projects performed for group companies as well as from higher consulting and legal fees incurred on behalf of Enovos Luxembourg S.A. in the context of the on-going litigation concerning the renewable assets in Italy.

Income from financial fixed assets decreased from EUR 68,744,020 in 2014 to EUR 24,621,290 in 2015 mainly since Enovos Luxembourg did not distribute dividends in 2015 in light of the negative net result that the company had incurred in 2014 as a consequence of the impairments booked on several of its production assets.

The increase in interest income derived from affiliated undertakings from EUR 15,580,179 in 2014 to EUR 17,439,678 in 2015 is mainly related to the back to back shareholder loan granted to Creos Luxembourg S.A. in November 2014 with mirror conditions of the German Certificate of Indebtedness issued for EUR 25,000,000 with no impact on the profit or loss account for the financial year under review.

The increase in other interest and similar financial charges from EUR 14,828,144 in 2014 to EUR 16,168,807 in 2015 is mainly related to the interests accrued on the long term financings (retail bond and German Certificate of Indebtedness) as well as to the depreciation of the associated hedge costs and the all-in financing arrangement costs, all partially compensated by lower interest expenses on amounts owed to credit institutions.

As a consequence of the lower income from financial fixed assets mentioned above, the profit for the financial year decreased to EUR 26,128,475 in 2015 compared to EUR 72,003,815 in 2014.

No major event affected the financial situation of Enovos International S.A. since 31st December 2015.

Risk management

Specific risks directly managed at the Company level relate to the financial liquidity risk, the credit risk of the subsidiaries supported by financings from Enovos International S.A. as well the interest rate risk. While the credit risk of the subsidiaries is followed on a monthly basis for the core companies and on a quarterly basis for the noncore companies by the Group Controlling department, the liquidity risk is mitigated by the Group Finance & Tax department through the setting up of a EUR 200 million revolving credit facility which ensures sufficient liquidity to the main group companies. Group Finance & Tax department is further monitoring on a continuous basis the evolution of short and long term interest rates to evaluate the need to further hedge the interest rate risk. It should be noted that in regards to the long term financings in place, EUR 200 million retail bond and EUR 182 million German Certificate of Indebtedness, only a portion of EUR 35 million of the latter bears a floating interest rate.

The Group Risk Management department is centralizing all risk management reporting from the core group companies and reports to the Group Risk Committee who monitors the main risks identified across the Enovos Group. During 2015, a dedicated Risk Committee "Shared Services" has been created in order to specifically review the risks associated to the activities of the holding company.

Outlook

The Company will provide further financing means to realize the ambitious investment program of its subsidiaries mainly in renewable energy generation and into grid activities. As current financial market conditions are expected to remain favourable, with interest rates to stay at low levels, management is confident that such long term financing will be arranged in the course of the year.

As the Group will continue to expand both on the supply side as well as on the grid side, management is furthermore expecting that the Company will continue to provide corporate services in order to support the various business units to achieve their respective targets. Implementing the improvement potential identified in the "fit for future" programme will allow the Company to do so with increased efficiency.

On 23rd December 2015, The Minister of Economy of Luxembourg, ARDIAN, RWE and E.ON announced a major change in the shareholding of Enovos International S.A.. A consortium led by the existing shareholders the Luxembourg State, the City of Luxembourg, the SNCI (Société Nationale de Crédit et d'Investissement), and ARDIAN, joined by the BCEE (Banque et Caisse d'Epargne de l'Etat) announced the take-over of all the Company's shares held by RWE and E.ON energy groups (28.36%). Closing of the transaction has been on 7th March 2016. An extraordinary shareholders' meeting of the Company was held on that same date approving the share transfer, amending the articles of association of the Company, acknowledging the resignation of directors Peter Frankenberg, Peter Pichl and Werner Roos and nominating as new directors Mr. Claude Strasser, Mr. Aly Kohll, and Mr. Marc Reding to the board of the Company as a consequence of this shareholder change.

Following is the shareholder structure of the Company before and after this transaction:

Number of shares and % of total shares	before	transferred	after
State of the Grand-Duchy of Luxembourg	231.405	23.288	254.693
	25,44%	2,56%	28,00%
AXA Redilion ManagementCo SCA	213.600	18.194	231.794
	23,48%	2,00%	25,48%
RWE Energy Beteiligungsverwaltung Luxemburg Sàrl	167.000	-167.000	0
	18,36%	-18,36%	0,00%
Société Nationale de Crédit et d'Investissement	91.054	38.118	129.172
	10,01%	4,19%	14,20%
E.ON Beteiligungen GmbH	91.000	-91.000	0
	10,00%	-10,00%	0,00%
Administration Communale de la Ville de Luxembourg	72.770	69.231	142.001
	8,00%	7,61%	15,61%
Electrabel SA	42.800	0	42.800
	4,71%	0,00%	4,71%
Banque et Caisse d'Epargne de l'Etat, Luxembourg	0	109.169	109.169
	0,00%	12,00%	12,00%
TOTAL	909.629	0	909.629
	100,00%	0,00%	100,00%

Auditor

The mandate of the external independent statutory auditor, Pricewaterhousecoopers, Société coopérative, has been extended in 2015 for 2 additional years until the audit of the financial year 2016.

Proposed appropriation of net profit

The profit available for appropriation of EUR 88,622,012 includes the net profit for the year of EUR 26,128,475, the reversal of the blocked reserve (net wealth tax) of EUR 5,000,000 and the profit brought forward of EUR 57,493,537.

The Board of Directors proposes to the Annual Shareholder's Meeting to be held on 10th May 2016 the following appropriation of net profit:

Dividend of Euros per share*	(to be decided at the BoD meeting of April 22 2016)
Allocation to the legal reserve	0
Allocation to the blocked reserve	0
Allocation to other reserves	(to be decided at the BoD meeting of April 22 2016)
Amount carried forward	(to be decided at the BoD meeting of April 22 2016)
	88,622,012
* Number of shares 909,629	

The Board of Directors

Esch-sur-Alzette

11th March 2016



Audit report

To the Shareholders of
Enovos International S.A.

Report on the annual accounts

We have audited the accompanying annual accounts of Enovos International S.A., which comprise the balance sheet as at 31 December 2015, the profit and loss account for the year then ended and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the "Réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "Réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "Réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of Enovos International S.A. as of 31 December 2015, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

PricewaterhouseCoopers, Société coopérative
Represented by

Luxembourg, 11 March 2016

A handwritten signature in blue ink, appearing to read 'Christiane Schaus'.

Christiane Schaus

Notes to the annual accounts

Note 1 - General information

Enovos International S.A. ("the Company") was incorporated under the name of Soteg S.A. in Luxembourg on 5th February 1974. The Company is registered under RCS nr. B11723. In the context of the below described operations, the Company has been renamed Enovos International S.A. in 2009. The registered office of the Company is established in Esch-sur-Alzette, Luxembourg.

As of 23rd January 2009, the shareholders of Cegedel S.A. and Saar Ferngas AG contributed their respective shares into Soteg S.A.. Soteg S.A. then launched a mandatory public offer on all Cegedel S.A. shares not yet in its possession and Cegedel S.A. was delisted after a successful squeeze-out process. A process of restructuring took place thereafter and resulted in a new energy group named Enovos consisting of the parent company, Enovos International S.A. (formerly Soteg S.A.) and its two main subsidiaries, Creos Luxembourg S.A. (formerly Cegedel S.A.) in charge of grid activities and Enovos Luxembourg S.A. (formerly Cegedel Participations S.A.) dealing with energy generation, sales and trading activities. This restructuring has been made with retroactive effect as of 1st January 2009. Shared services agreements have been implemented in July 2009. Enovos Luxembourg S.A. has a subsidiary, Enovos Deutschland SE (former Enovos Deutschland AG), for the German market, and Creos Luxembourg S.A. has a subsidiary, Creos Deutschland Holding GmbH, for the German grid.

The main activity of Enovos International S.A. is the holding of financial interests in affiliated companies and to provide financing and corporate services to group affiliates.

Presentation of the comparative financial data

In order to further improve the presentation of the financial statements, the figures for the year that has ended 31 December 2014 relating to Income tax and Other taxes have been reclassified to ensure comparability with the figures for the year ended 31 December 2015.

Annual accounts

The Company's financial year runs from 1st January to 31st December each year. The Company also prepares and publishes consolidated accounts as required by law.

Note 2 - Summary of significant accounting policies

Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Accounting policies and valuation rules are, besides the ones laid down by the amended Law of 19th December 2002, determined and applied by the Board of Directors.

The preparation of annual accounts requires the use of certain important accounting estimates. It also requires the Board of Directors to exercise its judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Board of Directors believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant accounting policies

The main valuation rules applied by the Company are the following:

Foreign currency translation

Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. Formation expenses and long-term assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date, exchange losses and gains are recorded in the profit and loss account of the year.

Notes to the annual accounts (cont.)

Note 2 - Summary of significant accounting policies (cont.)

Foreign currency translation (cont.)

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account and the net unrealised exchange gains are not recognised.

Intangible fixed assets

Intangible fixed assets are valued at purchase price including the expenses incidental thereto or at production cost, less cumulated depreciation amounts written off and value adjustments.

The depreciation rates and methods applied are as follows:

	Depreciation rate	Depreciation method
Concessions, patents, licenses, trademarks and similar rights and assets	20% - 33.33%	Straight-line

Where the Company considers that an intangible fixed asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Intangible fixed assets under development are valued at cost, based on the direct costs of the Company, and are reviewed annually for impairment.

Tangible fixed assets

Tangible fixed assets are valued at purchase price including the expenses incidental thereto or at production cost. Tangible fixed assets are depreciated over their estimated useful economic lives.

The depreciation rates and methods applied are as follows:

	Depreciation rate	Depreciation method
Other fixtures and fittings, tools and equipment	10% - 33.33%	Straight-line

Where the Company considers that a tangible fixed asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Tangible fixed assets under development are valued at cost, based on the direct costs of the Company, and are reviewed annually for impairment.

Financial fixed assets

Shares in affiliated undertakings and participating interests are recorded in the balance sheet at their acquisition cost including the expenses incidental thereto. Amounts owed by affiliated undertakings and amounts owed by undertakings with which the Company is linked by virtue of participating interests are included at their nominal value. In the case of impairment that the Board of Directors considers as permanent in nature, value adjustments are made in respect to these long-term investments to apply the lower value to be assigned to them at the balance sheet date. These value adjustments are not maintained when the reasons for making them have ceased to exist.

Notes to the annual accounts (cont.)

Note 2 - Summary of significant accounting policies (cont.)

Debtors

Debtors are recorded at their nominal value. Value adjustments are recorded when there is a risk that all or part of the amounts concerned may not be recovered. These value adjustments are not maintained if the reasons for recording them have ceased to exist.

Transferable securities

Transferable securities are valued at their purchase price, including expenses incidental thereto, expressed in the currency in which the annual accounts are prepared. A value adjustment is recorded where the market value is lower than the purchase price. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

The market value corresponds to the latest available quote on the valuation day for investments listed on a stock exchange or traded on another regulated market.

Prepayments

This asset item includes expenditures incurred during the financial year but relating to a subsequent financial year.

Temporarily not taxable capital gains

Temporarily not taxable capital gains include gains for which the taxation is deferred by virtue of article 54 LIR. Such gains, which are rolled over, are recorded at their initial value. Reinvested gains are written off using the same method and over the same period as the assets to which they relate.

Provisions

The aim of provisions is to cover clearly defined charges and liabilities which, on the balance sheet date, are either probable or certain but for which the amount or date of occurrence cannot be determined with certainty. A review is carried out at year-end to determine the provisions to be recorded for the Company's liabilities and charges. Provisions recorded in previous years are reviewed annually and those no longer needed are released.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred, but uncertain as to their amount or the date on which they will arise.

Provisions for pensions and similar obligations

The Company offers its employees a defined benefit plan and a defined contribution plan.

Defined benefit plan

A defined benefit plan defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. The liability recognized in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is measured using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future payments by reference to the historical evolution of long term interest rates.

Actuarial gains and losses are charged or credited in the profit or loss in the period in which they arise.

Past-service costs are recognized immediately in the profit or loss.

Defined contribution plan

A defined contribution plan is a pension plan under which the Company pays fixed contributions to a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Contributions paid are directly registered in the profit and loss during the year they are paid. The commitment of the Company is limited to the contributions that the Company agreed to pay into the fund on behalf of its employees.

Non subordinated debts

Debts are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is recorded in the profit and loss account when the debt is issued. All fixed costs related to setting up the facilities are depreciated over the duration of the loan.

Notes to the annual accounts (cont.)

Note 2 - Summary of significant accounting policies (cont.)

Net turnover

Net turnover comprises project expenses and shared services invoiced to affiliated companies, net of discounts, value-added tax and other taxes directly linked to sales.

Other operating income

Other operating income comprises all income only indirectly linked to normal business activities.

Income from financial fixed assets

Dividend income is recorded when dividends are paid.

Note 3 - Intangible fixed assets

Intangible fixed assets comprise IT software licences and IT projects. Movements for the year were as follows:

	IT software licences	IT projects	Payments on account and intangible fixed assets under development	Total 2015	Total 2014
	€	€	€	€	€
Gross book value - opening balance	1,255,422	4,424,888	1,448,225	7,128,535	5,733,731
Additions for the year	500	887,113	761,534	1,649,147	1,527,774
Disposals for the year	0	0	0	0	(132,970)
Transfers for the year	0	1,515,445	(1,329,545)	185,900	0
Gross book value - closing balance	1,255,922	6,827,446	880,214	8,963,582	7,128,535
Accumulated value adjustments - opening balance	(1,179,707)	(3,018,448)	0	(4,198,155)	(3,707,988)
Allocations for the year	(67,628)	(745,775)	0	(813,403)	(490,167)
Accumulated value adjustments - closing balance	(1,247,335)	(3,764,223)	0	(5,011,558)	(4,198,155)
Net book value - closing balance	8,587	3,063,223	880,214	3,952,024	2,930,380

Notes to the annual accounts (cont.)

Note 4 - Tangible fixed assets

Movements for the year were as follows:

	Other fixtures and fittings, tools and equipment	Payments on account and tangible fixed assets under development	Total 2015	Total 2014
	€	€	€	€
Gross book value - opening balance	7,294,144	490,812	7,784,956	6,549,499
Additions for the year	586,571	124,125	710,696	1,417,987
Disposals for the year	(12,605)	0	(12,605)	(182,530)
Transfers for the year	247,755	(433,655)	(185,900)	0
Gross book value - closing balance	8,115,865	181,282	8,297,147	7,784,956
Accumulated value adjustments - opening balance	(5,159,138)	0	(5,159,138)	(3,661,911)
Allocations for the year	(831,511)	0	(831,511)	(1,497,227)
Reversals for the year	7,169	0	7,169	0
Accumulated value adjustments - closing balance	(5,983,480)	0	(5,983,480)	(5,159,138)
Net book value - closing balance	2,132,385	181,282	2,313,667	2,625,818

Note 5 - Financial fixed assets

Movements for the year were as follows:

	Affiliated undertakings		Undertakings with which the undertaking is linked by virtue of participating interests		Total 2015	Total 2014
	Shares	Loans	Shares	Loans		
	€	€	€	€	€	€
Gross book value - opening balance	773,231,363	361,288,174	30,313,263	2,235,809	1,167,068,609	1,110,578,906
Additions for the year	0	24,519,302	0	0	24,519,302	60,387,504
Disposals for the year	0	(8,767,573)	0	(2,235,809)	(11,003,382)	(3,897,801)
Transfers for the year	0	0	0	0	0	0
Gross book value - closing balance	773,231,363	377,039,903	30,313,263	0	1,180,584,529	1,167,068,609
Accumulated value adjustments - opening balance	(31,000)	(400,000)	(342,500)	0	(773,500)	(342,500)
Allocations for the year	0	0	0	0	0	(431,000)
Reversals for the year	0	400,000	0	0	400,000	0
Transfers for the year	0	0	0	0	0	0
Accumulated value adjustments - closing balance	(31,000)	0	(342,500)	0	(373,500)	(773,500)
Net book value - closing balance	773,200,363	377,039,903	29,970,763	0	1,180,211,029	1,166,295,109

A loan of EUR 18,062,500 has been granted to Creos Deutschland Holding GmbH for the financing of a 50% stake in the grid company projecta 14.

Notes to the annual accounts (cont.)

Note 5 - Financial fixed assets (cont.)

The loans to Energiepark Trelder Berg GmbH, totalling EUR 3,940,000, have been transferred to Enovos Luxembourg S.A.. The impairment of EUR 400,000 recorded in 2014 on these loans has been reversed.

Further loan agreements, totalling EUR 6,456,802 were underwritten with Biogas Ohretal GmbH, Biogas Oebisfelde GmbH, City Mov' S.à r.l. and La Benâte Energies S.à r.l., all subsidiaries of Enovos Luxembourg S.A..

An amount of EUR 4,827,573 was reimbursed by City Mov' S.à r.l., Windpark Mosberg GmbH & Co. KG, Enovos Deutschland SE, ESW AG, Biogas Oebisfelde GmbH, Ferme Eolienne de la Côte du Gibet S.à r.l. and Biopower Tongeren NV. Cegecom S.A. reimbursed an amount of EUR 2,235,809.

The conditions of all loans granted to group Companies are based on arm's length conditions.

The Company holds the following affiliated undertakings and participating interests, all companies above 20% except Enovos Deutschland SE:

Company name	Headquarters	Proportion of capital held	Last year-end	Shareholders' equity at year-end	Of which result for the year	Net book value
		%		€	€	31/12/2015 €
Enovos Luxembourg S.A.	Luxembourg	100%	12/31/2015	396,478,631	1,766,329	241,366,631
Creos Luxembourg S.A.	Luxembourg	75.43%	12/31/2015	643,626,635	67,855,335	508,869,741
Enovos Re S.A.	Luxembourg	100%	12/31/2015	1,225,000	0	1,225,000
Cegedel International S.A. (*)	Luxembourg	100%	12/31/2015	80	10,653	0
Artelis S.A.	Luxembourg	36.95%	12/31/2015	39,411,017	3,702,332	28,746,413
Global Facilities S.A. (*)	Luxembourg	50%	12/31/2015	2,643,667	989,908	1,224,350
Enovos Deutschland SE	Germany	11.02%	12/31/2015	127,177,404	6,164,442	11,588,991
Real Estate Enovos Esch S.A. (*)	Luxembourg	51.53%	12/31/2015	18,511,570	(597,684)	10,150,000

(*) unaudited figures

The Board of directors is of the opinion that no further value adjustments on these investments are necessary.

Note 6 - Prepayments

On 23rd May 2011, the Company entered into three interest rate swaps (IRS) for an aggregate nominal amount of EUR 200 million and a final maturity 7 years later, in order to hedge a long term financing initially planned for September 2011. Since the planned financing has been postponed to May 2012, the IRS have been extended up to this date. As the EUR 200 million bond was definitely launched in May 2012 and issued on 15th June with a maturity in 2019, the three IRS contracts have been unwound and the related costs of EUR 23.9 million were deferred, as part of the financing fees, over the life time of the underlying retail bond financing. As of 31st December 2015, an amount of EUR 11,821,572 was posted under the caption "Prepayments" (2014: EUR 15,239,857).

Note 7 - Capital and reserves

As at 31st December 2015, the Company's subscribed capital was EUR 90,962,900. The capital is fully paid-up and represented by 909,629 shares (2014: 909,629 shares) with a nominal value of EUR 100 each.

The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Notes to the annual accounts (cont.)

Note 7 - Capital and reserves (cont.)

The movements of the year are as follows:

	31/12/2014	Allocation of previous year's profit	Distribution of dividends	Other movements		Result for the year	31/12/2015
	€	€	€	Increase €	Decrease €	€	€
Subscribed capital	90,962,900	0	0	0	0	0	90,962,900
Share premium and similar premiums	387,028,449	0	0	0	0	0	387,028,449
Legal reserve	9,096,290	0	0	0	0	0	9,096,290
Other reserves	179,538,164		0	0	(7,000,000)	0	172,538,164
<i>Free reserve</i>	<i>161,438,164</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>161,438,164</i>
<i>Blocked reserve</i>	<i>18,100,000</i>		<i>0</i>	<i>0</i>	<i>(7,000,000) ¹⁾</i>	<i>0</i>	<i>11,100,000</i>
Profit brought forward	2,494,831	47,998,706 ¹⁾	0	7,000,000 ¹⁾	0	0	57,493,537
Temporarily not taxable capital gains	439,674	0	0	0	0	0	439,674
Profit for the financial year	72,003,815	(47,998,706) ¹⁾	(24,005,109) ¹⁾	0	0	26,128,475	26,128,475
Total	741,564,123	0	(24,005,109)	7,000,000	(7,000,000)	26,128,475	743,687,489

1) Decision of the ordinary general meeting of shareholders of 12th May 2015.

The amount allocated to the blocked reserve is equal to five times the wealth tax credit for each financial year. The total reserve amounts to EUR 11,100,000, and breaks down as follows: EUR 5,000,000 for 2010, EUR 1,400,000 for 2011 and EUR 4,700,000 for 2013. The amount allocated for 2009, EUR 7,000,000, was released to the retained earnings as at 31st December 2015. This reserve is non-distributable for a period of five years from the year following that during which the Net Wealth Tax was reduced.

Note 8 - Provisions

8.1. Provisions for pensions and similar obligations

Under a supplementary pension scheme, Enovos International S.A. has contracted a defined benefit scheme for staff members who started their employment with the Company before 1st January 2001. The Company is committed to pay a lump sum at the retirement of each employee. The amount reported in the balance sheet is estimated based on the following assumptions:

- retirement age taken into account for financing: 60 years
- yearly discount rate of 4.15%
- estimated wage at time of retirement.

Actuarial profits and losses are immediately recognised in the profit and loss account.

In addition, for a defined contribution pension scheme for employees who joined the Company after 1st January 2001, the Company pays a contribution to an insurance Company that is recorded under expenses for the year. For 2015, expenses for the defined contribution pension scheme amount to EUR 388,711 (2014: EUR 371,886).

8.2. Other provisions

The caption "Other provisions" comprises provisions to cover untaken holidays for employees for an amount of EUR 924,895 (2014: EUR 854,151).

Notes to the annual accounts (cont.)

Note 9 - Non convertible debenture loans

On 15th June 2012, Enovos International S.A. issued a public bond of EUR 200,000,000 which is listed on the secondary Euro MTF market in Luxembourg. The bond bears an interest of 3.75% and is entirely redeemed on 15th June 2019. Interests on the coupons are paid on 15th June of every year from 2013 to 2019. The accrued interest payable as at 31st December 2015 amounts to EUR 4,084,740 (2014: EUR 4,062,500).

Furthermore, on 26th June 2013, the Company issued a first German Certificate of Indebtedness ("Schuldschein") of EUR 102 million with tenors of 7, 10, 12 and 15 years. The Schuldschein bears a floating interest rate for the 7 year tenors and a fixed interest rate of 2.81%, 3.22% and 3.5% for the 10, 12 and 15 years tenors respectively. The interests for the floating 7 years tenor are paid twice a year in June and December whereas the interests on the fixed tenors are paid in June every year. The accrued interests payable as at 31st December 2015 amount to EUR 1,239,888 (2014: EUR 1,068,865).

On 21st November 2014, the Company issued an additional German Certificate of Indebtedness ("Schuldschein") of EUR 80 million with tenors of 7, 10 and 12 years. The Schuldschein bears a fixed interest rate for the 7 years of 1.547%, 2.004% for the 10 years and 2.297% for 12 years. The interests on the fixed tenors are paid in November every year. The accrued interests payable as at 31st December 2015 amount to EUR 157,098 (2014: EUR 156,120).

	Within one year	After one year and within five years	After more than five years	Total 2015	Total 2014
	€	€	€	€	€
Non-convertible debenture loans	5,516,555	235,000,000	147,000,000	387,516,555	387,322,314
Total	5,516,555	235,000,000	147,000,000	387,516,555	387,322,314

Note 10 - Amounts owed to credit institutions

To guarantee sufficient liquidity to the main group companies, Enovos International S.A. has contracted in November 2013 a 3-year syndicated revolving credit facility ("RCF") amounting to EUR 180 million with 6 banks, with an option to extend by another 2 years until November 2018. In May 2015 the RCF was increased by EUR 20 million thus amounting now to EUR 200 million. The amount drawn of the committed RCF as of 31st December 2015 is EUR 0 (2014: EUR 0). In November 2015, all participating banks agreed to extend the maturity until November 2018.

Interests rate to be paid are based on Euribor plus a margin of 0.5% which may vary depending on the consolidated gearing ratio (ratio of net financial debt to equity on a consolidated base) as well as on the utilization rate of the credit facility.

The amounts owed to credit institutions break down as follows:

	Within one year	After one year and within five years	Total 2015	Total 2014
	€	€	€	€
Medium term credit	0	0	0	20,000,000
Bank overdraft	2,396,531	0	2,396,531	1,200
Total	2,396,531	0	2,396,531	20,001,200

Notes to the annual accounts (cont.)

Note 11 - Amounts owed by and owed to affiliated undertakings

The Company had entered into a cash pooling agreement with 13 subsidiaries. As of 31st December 2015, the net cash amount managed on behalf of these companies is EUR 85,658,839 (2014: EUR 151,019,643). The reference rate for internal interest calculation is based on Euribor 1 month plus or minus a margin for loans and deposits respectively.

As of 31st December 2015, the Company has a receivable of EUR 17,598,891 on the companies part of the fiscal unity (2014: EUR 30,666,198). This receivable is equivalent to the tax debt of those companies from 2011 to 2014 (see also note 18).

In November 2014, the Company converted EUR 6 million of its cash pooling liability to Enovos RE S.A. into a medium term loan to be repaid at maturity 3rd November 2016. Interest rates are based on Euribor 6 months plus a margin.

Note 12 - Other receivables

This caption includes a tax receivable of EUR 11,594,519 relating to the years 2012 to 2015 (2014: EUR 21,358,505).

Note 13 - Net turnover

The caption "Net turnover" includes mainly project expenses and shared services invoiced to affiliated companies.

Note 14 - Fixed assets under development

The caption "Fixed assets under development" accounts for hours worked by employees on IT projects activated by the Company.

Note 15 - Income from financial fixed assets

This caption includes dividends received from affiliated undertakings and other participations. In 2015, this caption also includes a reversal of a provision for impairment of EUR 400,000 on loans to an affiliated entity (see note 5).

Note 16 - Staff costs

Staff costs include salaries, social security costs as well as costs for the pension plans. In 2015, 125 persons were employed on average by the Company (2014: 120).

Note 17 - Extraordinary income

No extraordinary income was recognized in 2015, whereas a capital gain of EUR 1,712,000 from the sale of the company's share in European Energy Exchange AG was recognized in 2014.

Notes to the annual accounts (cont.)

Note 18 - Income tax

Enovos International S.A. is subject to all taxes applicable to Luxembourg companies and the tax provisions have been provided in accordance with the relevant laws. Since 2009, Enovos International S.A. is part of the fiscal unity with Enovos Luxembourg S.A., Cegedel International S.A. and Enovos Ré S.A.. Beginning 2012, LEO S.A. has joined that fiscal unity. In 2014, Enovos Real Estate Luxembourg S.A. and Real Estate Enovos Esch S.A. have joined the fiscal unity. In the frame of the fiscal unity, the taxes in the accounts are recorded as follows:

- Tax expenses are booked in the subsidiaries' accounts as would be the case if no tax unity exists;
- Tax savings relating to a loss-making subsidiary are recorded as a deduction of tax expenses in the head of the fiscal unity;
- Enovos International S.A., as the head of the fiscal unity, books the tax provisions on the basis of the consolidated results of the companies included in the scope of the fiscal unity.

In order to benefit from the fiscal unity regime, the companies concerned have agreed to be part of the fiscal unity for a period of at least five financial years. This means that if the conditions laid down in Article 164bis LIR (Income tax law) are not met at any time during this five years period, the fiscal unity ceases to apply, retroactively, as from the first year in which it was granted (see also note 11).

Note 19 - Remuneration paid to members of the administration and supervisory bodies

Remuneration paid to members of the administration and supervisory bodies totalled EUR 597,500 (2014: EUR 612,101). No advance or loan was granted to members of the administration and supervisory bodies, nor was any commitment given on their behalf in respect of any form of guarantee.

Note 20 - Related parties transactions

During the financial year, the Company did not conclude any significant transactions with related parties which were not done at market conditions.

Note 21 - Off-balance sheet commitments

Enovos International S.A. has given customary parental support letters to several energy providers and trading counterparts of Enovos Luxembourg S.A. amounting to EUR 134,2 million (2014: EUR 105,3 million).

Enovos International S.A. provided a parent company guarantee of EUR 10,022,459 as of 31st of December 2015 (2014: EUR 10,882,624) for the benefit of a bank by order and for account of SKW Kenn GmbH as performance bond for a financing agreement between the lender and the latter. In return, Enovos International S.A. received a parent company counter-guarantee from Stadtwerke Trier with a current amount of EUR 5,111,454 (2014: EUR 5,550,138).

By order of Enovos International S.A., the Company's core banks issued guarantees for subsidiaries of the Enovos Group namely La Benête Energies S.à r.l. (EUR 305,184), Ferme Eolienne de la Côte du Gibet S.à r.l. (254,320) and Creos Deutschland GmbH (EUR 4,650).

Under the shareholder agreements to which Enovos International S.A. is a signatory, and as mentioned in the bylaws of the Company, the Luxembourg State (the "State"), and/or the SNCI, a Luxembourg public law banking institution, shall obtain at any time upon one or more successive requests from the State individually or the State and the SNCI jointly, if applicable each time for a portion (and regardless of the level of participation of Enovos International in the subsidiaries) a direct participation and if so requested even a qualified (e.g. two third) majority in the share capital of Creos Luxembourg S.A. and the shareholders shall take the necessary actions, resolutions and approvals to be taken to such effect (including by Enovos International S.A.) and in particular to cause the resolutions of the shareholders and/or the subsidiaries to be taken in order to allow the State and/or the SNCI to obtain the participation(s) as set forth here above in one or more successive operations. All transactions necessary in that respect must respect the arm's length principle. The State and/or the SNCI, as applicable, agree not to transfer for commercial reasons, during a period of ten (10) years, starting at the date of the acquisition of the relevant shares in Creos Luxembourg S.A., all or part of the shares it/they has/have acquired in the share capital of the Grid Company, subject to certain exceptions, including transfers between the State and SNCI, transfers to their affiliates or municipalities or public bodies or transfers pursuant to legal or regulatory constraints or a court order.

Notes to the annual accounts (cont.)

Note 21 - Off-balance sheet commitments (cont.)

Subject to the same exceptions, if at any time after the above 10 year period, the State and/or the SNCI (or the affiliates, municipalities or public bodies referred to in the preceding sentence), as applicable, propose to make a transfer of all or part of such shares Enovos International S.A. has a pre-emption right over such shares.

Transfer of shares in Enovos International S.A. by the shareholders will be subject to pre-emption rights (with certain exceptions in case of transfer to affiliates) which are largely reflected in the Articles of Association of Enovos International S.A.. The same pre-emption rights apply in case of a change of control of a shareholder.

Note 22 - Subsequent events

Change in shareholding

On December 23rd, 2015, The Minister of Economy of Luxembourg, ARDIAN, RWE and E.ON announced a major change in the shareholding of Enovos International S.A.. A consortium led by the existing shareholders, the Luxembourg State, the City of Luxembourg, the SNCI (Société Nationale de Crédit et d'Investissement), and ARDIAN, joined by the BCEE (Banque et Caisse d'Épargne de l'Etat) announced the take-over of all the Company's shares held by RWE and E.ON energy groups (28.36%). Closing of the transaction was on 7th March 2016 following the extraordinary general assembly of the shareholders of Enovos International S.A. that took place on that date. .

There are no other post-balance sheet events affecting the 2015 accounts.



Annual General Meeting of Shareholders

Enovos International S.A.

R.C.S. Luxembourg No B 11723

registered office:

2, Domaine du Schlassgoard
L-4327 Esch-sur-Alzette

Extract of

**Minutes of the Annual General Meeting of Shareholders
held at the registered office of Enovos International SA
on May 10th, 2015, at 10.00 a.m.**

The meeting is chaired by Mr. Marco Hoffmann, Chairman of the Board of Directors, Mr Jean-Paul Wagner is appointed secretary, and Mrs Danielle Martin and Mr Georges Reuten are appointed scrutineers, to constitute the "bureau".

The bureau of the meeting, being thus duly formed, ascertains that the meeting has been validly convened by proper notices sent by courier or express mail dated April 26th, 2016, to the Shareholders of record. The Shareholders unanimously confirm to have been validly convened for the Annual General Meeting of Shareholders.

Out of 909.629 registered shares issued by Enovos International S.A. (the "Company"), all shares are present or represented by proper power of attorney. The names of the Shareholders present and represented by power of attorney are recorded on an attendance list which also indicates the number of shares respectively held by each of them. Such attendance list is signed by each Shareholder or his attorney and by the members of the bureau of this meeting and is attached to the present minutes.

Proxies from the Shareholders represented at the present meeting are attached to the present minutes.

Then, the Chairman presents the following agenda of the meeting:

Enovos International S.A.
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TVA LU 11013845

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Thereupon, the Chairman passed to the vote on the third Resolution that takes into consideration the proposed dividend allocation:

THIRD RESOLUTION

IT IS HEREBY RESOLVED unanimously that the 2015 profit available for appropriation shall be allocated as follows:

Net Profit of the year 2015	26.128.475 €
Profit brought forward	57.493.537 €
Reversal on blocked reserve (wealth tax)	<u>5.000.000 €</u>
Total available	<u>88.622.012 €</u>
Dividend of 35,40 €/share (909.629 shares)	32.200.867 €
Allocation to the legal reserve	0 €
Allocation to the blocked reserve (wealth tax)	0 €
Profit carried forward	<u>56.421.145 €</u>
Total allocated	<u>88.622.012 €</u>

The Shareholders decide to pay a dividend of 35,40 €/share, in total 32.200.866,60 €.
The dividend will be paid until May 31th, 2016 latest.

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This is certified to be an Extract of Minutes of the signed Minutes of the Annual General Meeting of Shareholders of Enovos International S.A. held on May 10th, 2016.

Esch-sur-Alzette
July 13th, 2016

Jean-Paul Wagner
Secretary General